



Board of Directors
Policy Manual

Subject: **PERFORMANCE
EXPECTATIONS OF INDIVIDUAL
DIRECTORS**

Policy # 5-280
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POLICY

Directors will act in a manner reflective of the Hospital’s mission, vision, values and accountabilities and in accordance with their fiduciary responsibility.

PURPOSE

To ensure Directors have an understanding of the performance expectations inherent in their positions.

PROCEDURE

1. **Accountability:** A Director is accountable to act honestly, in good faith and in the best interests of the Hospital, and in so doing, to support the Hospital in fulfilling its mission. Directors carry out responsibilities in recognition of a fiduciary responsibility and does not represent the interests of any constituency or individual.
2. **Exercise of authority:** A Director respects the responsibilities delegated by the Board to the CEO, management, and the medical staff, avoiding interference with their duties but insisting upon accountability and reporting mechanisms for assessing performance.
3. **Chain of command:** If a member of the community or medical staff brings a specific issue, concern or complaint to a Director, the Director will handle it through appropriate channels. In general, complaints and concerns about hospital operations or medical staff issues should be directed to the CEO who will notify the Chair. Unresolved matters should be brought to the Board, or to a Board committee, only after consultation with the CEO and after other avenues for resolution have been attempted.
4. **Attendance:** A Director should strive to attend all Board meetings, assigned committee meetings, and Board retreats. All Directors are expected to serve on one or more committees.
5. **Participation:** A Director comes to meetings prepared, asks informed questions, and makes a positive contribution to discussions. A Director develops and maintains positive relationships and works cooperatively and respectfully with the Board Chair, other Directors and senior management.
6. **Confidentiality:** A Director does not disclose proprietary, sensitive or personnel- related information.

7. **Public support:** A Director explains and supports the decisions and policies of the Board in discussions with outsiders, even if the Director voiced other views during a Board discussion.
8. **Conflicts of interest or Appearance of Conflicts of Interest:** A Director avoids conflicts of interest or the appearance of conflicts of interest and fully complies with the Board's conflict of interest policy, other policies on individual conduct and the avoidance of conflict of interest procedures as noted in the CMH bylaw.
9. **Education and Self-Improvement:** A Director takes advantage of opportunities to be educated and informed about the Board, the organization, and the health care field. Directors continually seek ways to improve their performance on the Board.
10. **Evaluation:** A Director participates in the evaluation mechanisms of the Board.
11. **Legal:** A Director complies with legislation as well as the Hospital's Articles of Incorporation, By-Laws and Board Policies.